

**EXHIBIT F**

## **FIRM OVERVIEW**

Robinson Curley & Clayton, P.C. (“RCC”) is a widely recognized law firm in the State of Illinois devoted to serving all of its clients’ business litigation needs. Our attorneys advise and represent the full spectrum of business entities ranging from closely-held corporations and partnerships to Fortune 500 public companies, as well as not-for-profit organizations, governmental entities and individuals in state and federal courts and before administrative agencies. Our representation involves securities, insurance and reinsurance, fraud and contract issues, securities, RICO, antitrust, intellectual property, employment and other business-related disputes. Four of our lawyers have been named “Illinois Super Lawyers” in the fields of business litigation and employment litigation.

Members of our firm have practiced in the field of class action litigation for decades and have achieved record-setting recoveries for our clients. Our class action practice has included many securities fraud and housing and employment discrimination cases, but we also have substantial experience in class actions based on ERISA, RICO and consumer fraud statutes, among others. Because our litigation practice includes substantial trial experience as well as appeals, we are often tapped by national firms to co-venture in cases where our courtroom skills are needed. Our lawyers have taken class action cases to trial in several state and federal courts.

The Firm’s Insolvency Practice Group focuses on asset recovery litigation and litigation against those who cause or contribute to the insolvency of, or otherwise harm, insolvent companies, most typically their officers, directors, attorneys, auditors and other professional advisors. The firm’s partners have been engaged in this practice since 1981. Over the years, we have pursued cases on behalf of insolvent or impaired insurers domiciled in many states, including Illinois, Louisiana, Rhode Island, Arizona, Texas, West Virginia, Nevada, Kentucky and Mississippi. We have represented the National Association of Insurance Commissioners in *amicus* briefs filed with the United States Supreme Court and the federal circuit courts of appeals, and we have assisted that organization in matters pertaining to federal legislative initiatives affecting regulation of the insurance business. We represented the Resolution Trust Corporation (and later the FDIC) in connection with approximately twenty insolvent thrifts, including institutions located in Illinois, Iowa, Indiana and the District of Columbia.

Although we are a small firm by Chicago standards, we are typically adverse to institutional parties. We have asserted and prevailed on claims against the “Big Four” accounting firms, many large law firms and reinsurance companies, and have successfully gone head-to-head against large and prominent defense firms. We have pursued and defended against many hundreds of millions of dollars of claims involving receivers and liquidators, and plaintiff classes.

---

Following are capsule descriptions of several significant matters we have pursued, a list of representative speeches, presentations and publications, and biographies of the attorneys who will represent the Massachusetts Retirement Systems in this action.

**Class Actions, Securities, and Complex Commercial Actions**

- ***In re Motorola Securities Litigation***, No. 03-287 (N.D. Ill.)

Together with Wolf Popper, and serving as local and trial counsel, RCC represented the State of New Jersey as the lead plaintiff in this securities fraud class case against Motorola and three of its senior officers. The case charged omissions and false statements regarding Motorola's \$2 billion in vendor financing to a Turkish wireless telephone company. The case was set for trial before U.S. District Judge Rebecca Pallmeyer in April 2007, where Ms. Clayton and Mr. Curley were prepared to lead the trial team. A settlement of \$190 million was reached, however, just a few days before trial.

- ***Allen v. International Truce and Engine Company***, No. IP02-0902 (S.D. Ind. 7th Cir.)

RCC achieved a \$9 million settlement in this racial harassment 350-member class action lawsuit after intense litigation including a successful Seventh Circuit appeal and one week of trial, led by Ms. Clayton (lead counsel) and Ms. Oliver. The settlement was achieved before verdict, and it included not only the substantial monetary relief noted above, but also extensive injunctive relief aimed at changing the defendant company's racial practices, including five years of oversight and monitoring.

- ***Feldheim v. Sims***, No. 00 CH 11791 (Cook County, Ill., Circuit Court, Chancery Div; Ill. App. Ct., 1st Dist.)

Under the direction of Ms. Clayton and Mr. Curley, RCC represented a certified class of Associate Members of the Chicago Board of Trade (CBOT) in their fiduciary duty suit against the Full Members, who had attempted to deprive the Associate Members of equity in the CBOT's demutualization. After protracted litigation, including a successful appeal, RCC achieved a settlement valued at some \$800 million, or an average of \$363,000 per Associate Member.

- ***In re Navigant Securities Litigation***, No. 99-7617 (N.D. Ill.; 7th Cir.)

Ms. Clayton served as lead counsel in this securities fraud suit, which resulted in recovery in 2002 of approximately \$25 million for the plaintiff class of investors.

- ***NOW v. Scheidler***, No. 86 C 7888 (N.D. Ill., 7<sup>th</sup> Cir., U.S. S. Ct.)

Representing both a certified class of health centers and a certified class of patients, Ms. Clayton led the trial team in an eight-week jury trial that resulted in a RICO verdict and findings of 121 predicate acts. The verdict and the nationwide injunction were upheld on appeal by the 7<sup>th</sup> Circuit, but later reversed by the Supreme Court.

- ***Minnesota State Board of Investments v. Mercury Finance***, No. 97-1949 (N.D. Ill.)

RCC served as co-counsel for lead plaintiff, the Minnesota State Board of Investment, together with a Minnesota law firm, in this securities fraud suit brought under the PSLRA in 1997. The case was settled for more than \$60 million in 2001.

Pre-PSLRA securities cases lead by RCC lawyers include *In re Energy Systems Equipment Leasing Securities Litigation*, where Ms. Clayton served as co-lead counsel and achieved settlements totaling nearly \$20 million, representing up to two-thirds of the investors' actual losses. In addition, in *Calpers v. W.R. Grace*, a derivative suit for breach of fiduciary duty, RCC represented CalPERS and succeeded in 1999 in achieving important injunctive relief as well as payment of \$3.75 million to the company, plus attorneys' fees.

- ***Jane Does v. City of Chicago***, 79 C 789 (N.D. Ill. 1982, 7<sup>th</sup> Cir.)

In a certified class action civil rights lawsuit, Ms. Clayton successfully represented victims of strip searches by the Chicago Police Department. After winning summary judgment on liability, which she successfully argued on the Chicago Police Department's appeal to the 7<sup>th</sup> Circuit, Ms. Clayton led numerous individual damage trials to verdict.

### **Insurance Insolvency**

- **First National Life Insurance Company of America, Franklin Protective Life Insurance Company and Family Guaranty Life Insurance Company in Liquidation (Mississippi), 2000 - present**

We represent the Liquidator of three insolvent Mississippi insurance companies looted of over \$200,000,000 in a highly complex scheme led by Martin Frankel. We have played a lead role in investigating, formulating and prosecuting claims against Frankel and over 70 additional individual and institutional defendants in multiple RICO and other cases filed nationwide by Liquidators from five states. We are also assisting the Liquidator with numerous international and domestic asset recovery issues. Over \$125 million of cash settlements and recoveries have been achieved to date.

- **Coronet Insurance Company, Crown Casualty Company, and National Assurance Indemnity Company in Liquidation (Illinois), 1998 - present**

We represented the Liquidator of three affiliated Illinois non-standard automobile insurers in litigation filed against the companies' former officers, directors, attorneys, parent companies and various other affiliates. The complaint alleged the misappropriation of millions of dollars of the insurers' assets through an extraordinarily complex fraudulent scheme, and included RICO and various state law claims. We obtained over \$5 million in cash settlements from the companies' attorneys and others. We also reached a settlement with the companies'

former CEO that provided approximately \$5 million of cash and non-cash property to the estates, and eliminated several million dollars of claims against the estates' subsidiaries. A separate action against BDO Seidman LLP, the companies' auditor, is ongoing.

- **Illinois Earth Care, Illinois Environmental, and Illinois Electrical Workers' Compensation Trusts (Illinois), 1999 - 2006**

We represented the Liquidator of three group workers' compensation pools in litigation alleging mismanagement and breach of fiduciary duty against the pools' former Third Party Administrator (TPA) and certain former trustees. We settled a suit by the former trustees' insurer to rescind coverage. In that suit we obtained a favorable published opinion on the insured v. insured exclusion.

- **First Nevada Insurance Company in Liquidation (Nevada), 2001 - present**

We represented the Liquidator of a Nevada property and casualty insurer in a preference action and an accounting malpractice action. We won a jury trial against the accounting firm in excess of the accounting firm's malpractice coverage. We are also advising the Liquidator on the collection of agents' balances and reinsurance issues.

- **American Universal Insurance Company in Liquidation (Rhode Island), 1993 - 2007**

We represented the Receiver of a failed Rhode Island property and casualty insurer in litigation against the parent company that sold the insurer to a group of putative investors, who immediately looted the company's assets and used them for their own purposes. As co-lead counsel in this matter, we drafted the RICO complaint, successfully defended motions to dismiss and engaged in various discovery proceedings. Recently, we obtained a \$20 million settlement with the defendants.

**Representative Speeches, Teaching Engagements, and Publications by RCC Partners**

Instructor, Intensive Trial Practice Workshop, Edwin F. Mandell Legal Aid Clinic, Univesity of Chicago Law School, September 2007.

Keynote Speaker, Bridging the Gap, Appleseed and Chicago Appleseed Fund for Justice, March 2006.

Presenter, Mock Appeal: *DiCaprio v. RMS Titanic*, Chicago Humanities Festival, November 2003.

Presenter, The Role of the Senate on Judicial Nominations: Evaluating Judicial Philosophy and Ideology: Lawyers' Committee for Civil Rights Under Law Symposium, June 2003.

Panelist, Women's History Month, Chicago Historical Society, March 2003.

International Association of Insurance Receivers, February 2005 and February 2006, Insolvency, Workshop Chair.

International Association of Insurance Receivers, February 2004 Workshop, "Contested Receiverships."

International Association of Insurance Receivers, February 2003 Insolvency Workshop, "Parent/Insurer Bankruptcy Issues."

Insurance Regulatory Examiners Society, August 1999, "Death of an Insurer."

International Association of Insurance Receivers, 1999 NAIC/IAIR Insolvency Workshop, "Criminal Activity and RICO Actions."

International Association of Insurance Receivers, 1997 Roundtable moderators, various insolvency subjects.

Society of Financial Examiners, May 1996, "Preparing for Depositions in Accounting Malpractice Cases."

National Association of Insurance Commissioners, 1996 Insolvency Workshop, "Litigating Director and Officer Claims."

International Association of Insurance Receivers, September, 1995: "Reinsurance Collections."

LIQUIDATOR'S HANDBOOK: Chapter Editor: "Investigation and Asset Recovery." (1994, 1995 Eds.)

International Association of Insurance Receivers, 1993 Meeting: "Current Developments in the Federal Courts: Don't Look for the Welcome Mat."

LIQUIDATOR'S HANDBOOK: "Legal Issues Pertaining to Asset Recovery." (1993 Ed.)

International Association of Insurance Receivers, 1992 Meeting: "Developments in Civil RICO Litigation."

Illinois Trial Lawyers Association Annual Convention, June, 1988: "Pleadings, Discovery and Jury Instructions in Statutory Causes of Action."

National Association of Insurance Commissioners, Rehabilitators and Liquidators Task Force, August, 1985.

ABA Annual Convention, Section on Litigation, Business Torts Committee, 1983: "The Implications of Civil RICO."

**Select Attorney Biographies*****Partners*****C. PHILIP CURLEY**

Phil Curley, a founding partner of RCC, is an experienced civil litigator who has handled many complex securities and commercial matters over his career. He is a member of the State Bar of Illinois, the U.S. District Court for the Northern District of Illinois (including its trial bar), and the United States Supreme Court. He has extensive experience in insurance company liquidations, professional liability, director and officer liability, commercial disputes, securities and other complex litigation and arbitration matters. He has also advised clients on a variety of transactional matters. He has represented plaintiff classes of stock exchange members, securities and commodities investors, and natural gas consumers, among others. He has represented defendants in partnership dissolutions and corporate opportunity and other business-related actions. In addition to his trial experience, Mr. Curley has argued before state and federal appellate courts and regulatory agencies.

Mr. Curley has spoken as a panelist, faculty member and panel moderator on litigation and insolvency-related subjects for the American Bar Association, the Illinois Trial Bar Association, the National Association of Insurance Commissioners, the International Association of Insurance Receivers, the Society of Financial Examiners and the Insurance Regulatory Examiners Society, among others. He graduated with a B.A. from Northwestern University in 1976 and received his J.D. with honors from the National Law Center of the George Washington University in 1979, where he was a member of the Order of the Coif.

**FAY CLAYTON**

Fay Clayton, another founding partner of RCC and a member of its Management Committee, is an experienced litigator whose practice includes the prosecution and defense of complex securities, antitrust, RICO and ERISA cases, and litigation in a variety of other areas ranging from commercial disputes to employment matters. She is a member of the State Bar of Illinois, the U.S. District Court for the Northern District of Illinois (including its trial bar), U.S. Courts of Appeals for the Sixth and Seventh Circuits, and the U.S. Supreme Court. Her experience includes many jury trials and appellate advocacy in the United States Supreme Court and in many federal and state courts of appeal. In one recent jury trial, where she achieved a \$2.9 million verdict for her client, the Federal District Judge described her adverse examinations as “impeccable” and her closing argument as “a masterpiece of courtroom advocacy.” As plaintiffs’ counsel, her litigation victories include a unanimous United States Supreme Court ruling in a RICO case and record-setting recoveries in a securities matter involving tax-sheltered investments and an ERISA case, as well as significant jury verdicts in RICO and other cases. As defense counsel, she has successfully represented corporations in criminal and civil cases brought under the antitrust laws, RICO, consumer fraud, and other statutes. Ms. Clayton has represented the California Public Employees Retirement System in derivative litigation involving charges of

director malfeasance, including sexual harassment and a major corporation in a variety of class action consumer lawsuits.

Ms. Clayton is a member of several boards of directors including the national Lawyers' Committee for Civil Rights (Washington, D.C.), and the Chicago Lawyers' Committee for Civil Rights Under Law, Inc. She was a charter class member of New College, Sarasota, Florida (B.A., 1967), and graduated first in her class from Chicago-Kent College of Law in 1978, where she served on the Law Review. Ms. Clayton has taught trial advocacy at the Edwin F. Mandell Legal Aid Clinic at the University of Chicago Law School, and at the National Institute for Trial Advocacy and as an Adjunct Professor at Northwestern University College of Law. She has also taught Appellate Advocacy at Chicago-Kent College of Law and is a frequent speaker on trial practice, RICO and employment law. Since 1989, she has been an arbitrator for the NASD; and since 1991, an Administrative Hearing Officer for the Chicago Commission on Human Relations.

### **DARLENE M. OLIVER**

Darlene M. Oliver has been a partner in RCC since 2005. Before joining the firm, she was a trial attorney with the Commodities Futures Trading Commission. Her practice includes securities and commercial litigation, and, with Ms. Clayton and Mr. Curley, she successfully represented a plaintiff class of stock exchange members in a breach of fiduciary duty case that resulted in an important recovery, *Feldheim v. Sims* (Cook County, Ill.). Ms. Oliver has an active litigation practice in the state and federal courts, and is a member of the bars of the State of Illinois and the Northern District of Illinois, as well as the Trial Bar of the Northern District of Illinois.

Ms. Oliver is a 1994 graduate of the Georgetown University Law Center, where she was an associate editor of the Georgetown Journal on Poverty Law and Policy. Her undergraduate degree is from Bradley University, where she graduated *magna cum laude* in 1991, and where she was a member of the Phi Kappa Phi Honor Society. She is the Secretary of the Board of Directors of the Chicago Foundation for Women and a member of the National Association of Women Business Owners.

### ***Associates***

### **ALEEZA M. STRUBEL**

Aleeza Strubel joined RCC in 2005, after serving as a law clerk for the Honorable Diane P. Wood of the United States Court of Appeals for the Seventh Circuit, and as a Skadden Fellow at the Sargent Shriver National Center on Poverty Law. She is a member of the bars of the State of Illinois, the U.S. District Court for the Northern District of Illinois, the U.S. Court of Appeals for the Seventh Circuit, and the U.S. Supreme Court. Ms. Strubel's practice at RCC has included



representing, together with Mr. Curley and Ms. Clayton, the plaintiff class in the *Motorola Securities Litigation*, a case that was resolved with a \$190 million settlement in April 2007.

Ms. Strubel received her J.D. with honors in 2002 from the University of Chicago Law School where she was a member of the *University of Chicago Law Review* and was inducted into the Order of the Coif. Her undergraduate degree is from Cornell University, where she graduated *summa cum laude* in 1993, and where she was elected a member of the Phi Beta Kappa Honor Society.

#### **MICHAEL J. O'DONNELL**

Michael O'Donnell joined the firm in 2008. Prior to that time, he served as a law clerk to the Honorable Ann Claire Williams of the U.S. Court of Appeals for the Seventh Circuit, and before that as a staff attorney at the same court. His writing on legal and other topics has appeared in such publications as the *Notre Dame Journal of Legislation*, the *Boston College Third World Law Journal*, the *San Francisco Chronicle*, the *Los Angeles Times*, and the *Christian Science Monitor*.

Mr. O'Donnell earned his B.A. with distinction from Indiana University in 2001, and his J.D. *magna cum laude* from Boston College Law School in 2004, where he served as Editor-in-Chief of the *Boston College Third World Law Journal* and was elected to the Order of the Coif. His practice includes general commercial litigation, as well as civil rights and employment matters.